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*Attorneys for Plaintiff*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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TENNENBAUM CAPITAL PARTNERS LLC,	:	07 Civ. 9695 (LTS)(DCF)
Plaintiff,	:	
-against-	:	<b>DECLARATION OF</b>
MICHAEL T. KENNEDY,	:	<b>LEONARD BENOWICH</b>
Defendant.	:	
	:	

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**LEONARD BENOWICH**, pursuant to 28 U.S.C. § 1746, declares the following to be true and correct under the penalty of perjury:

1. I am a member of the bar of this Court, and of Roosevelt & Benowich, LLP, counsel of record for Plaintiff. Unless otherwise indicated, I have personal knowledge of the facts and circumstances set forth herein.
2. I submit this Declaration in response to the Court's request, contained in the court's *sua sponte* show cause order dated November 13, 2007, requesting information "sufficient to demonstrate a basis for subject matter jurisdiction in this Court...."
3. Plaintiff Tennenbaum Capital Group, LLC is a limited liability company organized under the laws of the State of Delaware.

4. The names of each of Plaintiff's members is proprietary and confidential; they have not been publicly disclosed and they are not publicly available.

5. Plaintiff has 12 members, each of whom or which is a citizen of the State of California. None of the members of Plaintiff is a citizen of the State of Pennsylvania.

I declare under penalty of perjury that the foregoing is true and correct. Executed on November 21, 2007, at White Plains, New York.

/s/

Leonard Benowich